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STEPHEN R. ROSS

June 7, 1993

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20006

Re: Cable Television Rate Regulation
MM Docket No. 92-266
Petition for Stay

Dear Ms Searcy:

Transmitted herewith for filing on behalf of InterMedia Partners are the original and four copies of the executed Declarations (Exhibits 1-3) to be associated with the Petition for Stay filed by InterMedia on June 4, 1993. Also enclosed is an additional copy of this letter and enclosure to be receipt-stamped and returned to the undersigned.

Should additional information be necessary in connection with the matter, kindly communicate directly with the undersigned.

Very truly yours,

Stephen R. Ross (JAS)

Stephen R. Ross

JAS/mec
Enclosure

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EXHIBIT 1

DECLARATION

I, David G. Rozzelle, am the Chief Executive Officer, Cable Operations, for InterMedia Partners. In that capacity, I am responsible for all cable operations of the company. InterMedia Partners ("IP") is a series of limited partnerships and

EXHIBIT 2

DECLARATION

I, Karen J. Linder, am Chief Financial Officer for InterMedia Partners and related InterMedia companies. Prior to my current position at InterMedia, I worked for six years as a lender to media and entertainment companies at The Bank of New York and Manufacturers Hanover Trust Company.

The InterMedia systems are funded by four separate and distinct financings. Three of InterMedia's financings are provided by banks, insurance companies and a large credit corporation. The fourth is financed with public debentures but will require a working capital line from a bank or banks sometime this year. These financings were structured as typical cable loans, i.e., debt was extended based on a multiple of Cash Flow (earnings before interest, depreciation, amortization and taxes). Our financial covenants in our loan agreements all include Cash Flow as a component of their calculation. We must also prove compliance with these covenants on a pro forma basis before we can borrow additional funds to meet our ongoing working capital needs, the largest of which are payments of interest and capital expenditures.

We have conducted a preliminary analysis of the impact on Cash Flows of moving to the appropriate permitted base channel rates under the Commission's benchmark methodology. The resultant predicted Cash Flow will cause InterMedia to violate its financial covenants in all three bank/credit corporation financings and will likely prevent us from obtaining a needed working capital line in the fourth. We will have to seek necessary amendments from our lenders who may restrict further borrowings because of our reduced Cash Flow. Without additional capital, we will not be able to fund rebuilds already under way and those which are required under our franchise agreements. I have, therefore, recommended that the InterMedia companies explore a cost of service approach.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: 4 day of June, 1993.

Karen J. Linder

Karen J. Linder

DECLARATION

Exhibit No. 3

I, Ron Kirkeeng, am the Director of Capital Purchasing for InterMedia Partners. In that capacity, I oversee the ordering and purchasing of the capital equipment and materials used to repair and replace InterMedia's cable properties.

In light of the need to retier in order to comply with the FCC's rate regulation rules, the company, which has over 200 cable headends located throughout the United States, must order hundreds of modulators, processors and other pieces of headend equipment. I have been advised by our equipment suppliers that we will not receive a significant percentage of the needed equipment for six to eight weeks and in some cases, even longer. I cannot find sources for this equipment which can satisfy our need to meet the June 21, 1993 deadline for retiering and rate changes because of the large demand for such equipment throughout the industry.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: 4th day of June, 1993.

Ron Kirkeeng

Ron Kirkeeng